

Date: 28/08/2025

To,
The Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051
Dear Sir/Madam,

Sub: Intimation regarding under Regulation 50(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”)

Pursuant to **Regulation 50(1)(d)** of the SEBI Listing Regulations, this is for your kind information that we are proposed to raise fund by way of offer & issue of non-convertible securities which is supposed to be laid down in the upcoming meeting of the finance committee (Committee of the Board), proposed to be held on 02/09/2025.

Detailed agenda has been enclosed herewith for your information and necessary record

You are request you to please take the same on record.

Thanking You

For Vedika Credit Capital Limited

For Vedika Credit Capital Ltd

Gaurav Kumar Vohra

Company Secretary

Gaurav Kumar Vohra

Company Secretary & Compliance Officer

AGENDA PAPER FOR THE FINANCE COMMITTEE OF “VEDIKA CREDIT CAPITAL LTD” TO BE HELD ON TUESDAY, 02ND DAY OF SEPTEMBER, 2025 AT 10:00 AM AT THE OFFICE OF THE COMPANY SITUATED AT XV KOKAR INDUSTRIAL AREA, OPPOSITE SADHU MADAN, KOKAR-834001, RANCHI, JHARKHAND

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1. TO ELECT CHAIRMAN OF THE MEETING

(The chairman of the last meeting shall take the chair. In his absence, any one of the members shall be elected as chairman of the meeting).

2. TO GRANT LEAVE OF ABSENCE, IF ANY

(Leave of absence will be granted to those members who have expressed their inability to attend the meeting).

3. TO TAKE NOTE OF THE MINUTES OF THE LAST MEETING

Committee be and is hereby requested to take note upon the minutes last meeting

4. TO DISCUSS AND APPROVE ISSUANCE OF UP TO USD 5 MILLION SECURED, RATED, LISTED, REDEEMABLE, UNITED STATES DOLLAR DENOMINATED NON-CONVERTIBLE FOREIGN CURRENCY BOND(S) UNDER THE EXTERNAL COMMERCIAL BORROWINGS ROUTE

The Company, pursuant to the authority granted by the resolution of its board of directors passed at its meeting held on 17th Day of April, 2024 read with special resolution passed by the shareholders of the Company under Section 180 (1)(a), Section 180 (1)(c) and Section 42, 71, 179 of the Companies Act, 2013 on 21st Day of April, 2025, proposes to offer, issue and allotment of up to 500 (Five Hundred) secured, rated, listed, redeemable, USD denominated bonds having face value of USD 10,000/- (United States Dollars Ten Thousand only) each aggregating up to USD 5,000,000/- (United States Dollars Five Million only), at par, in dematerialized form on a private placement basis to BlueOrchard Microfinance Fund ("Bond Holder"), which term shall be deemed to include within its meaning, its successors and assigns) or such other amount as may be agreed (collectively the "Bonds") (collectively referred to as the "Issue"), on such terms and conditions as contained in the subscription agreement to be entered into by and among, *inter alia*, the Company and the Bond Holder(s), in respect of the Bonds in such form and manner as may be agreed ("Subscription Agreement") and such other terms and conditions as may be agreed between each of the Bond Holder(s) (as defined hereinafter) and the Company.

In this regard committee is hereby requested to discuss and approve the draft terms of issue along with other requirement by passing the resolution as under, with or without modification.

"RESOLVED THAT pursuant to the provisions of Sections 42, 71, 179, 180(1)(c) and other applicable provisions of the Companies Act, 2013 ("Act") and the rules & regulations framed thereunder (including any statutory modification(s) or amendments(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and pursuant to the resolution passed by the shareholders' of the Company at its extra-ordinary general meeting held on April 21, 2025 and the resolution passed by the Board of Directors of the Company in their meeting held on April 17, 2025 read resolution passed by the Board of Directors of the Company in their meeting held on May 21, 2025 *inter alia* constituting and authorizing the Committee, the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Borrowing and Lending) Regulations, 2018 (collectively the "FEMA Regulations") read together with the Master Direction on External Commercial Borrowings, Trade Credit and Structured Obligations, RBI Master Direction No. 5/2018-19 dated March 26, 2019, as amended from time to time ("ECB Directions"), the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016 issued by the Reserve Bank of India ("RBI") or any governmental authority, as amended, modified or replaced from time to time by any rules, regulations, notifications, circulars, directions, guidelines, directives, policies, press notes or orders issued by the RBI or other governmental agency of India, the International Financial Services Centres Authority (Listing) Regulations, 2024 issued by the International Financial Services Centres Authority ("IFSCA") read with the circular, notification issued thereunder ("IFSCA Listing Regulations") and any other circulars / notification issued by IFSCA, the consent of the Committee be and is hereby accorded to the Company to issue and allot up to 500 (Five Hundred) secured, rated, listed, redeemable, USD denominated bonds having face value of USD 10,000/- (United States Dollars Ten Thousand only) each aggregating up to USD 5,000,000/- (United States Dollars Five Million only), at par, in dematerialized form on a private placement basis to BlueOrchard Microfinance Fund ("Bond Holder"), which term shall be deemed to include within its meaning, its successors and assigns) or

such other amount as may be agreed (collectively the “Bonds”) (collectively referred to as the “Issue”), on such terms and conditions as contained in the subscription agreement to be entered into by and among, *inter alia*, the Company and the Bond Holder(s), in respect of the Bonds in such form and manner as may be agreed (“Subscription Agreement”) and such other terms and conditions as may be agreed between each of the Bond Holder(s) (as defined hereinafter) and the Company.

RESOLVED FURTHER THAT pursuant to Section 42(2) of the Act, the Committee hereby identifies BlueOrchard Microfinance Fund as an identified person to whom the Company can make the private placement of the Bonds.

RESOLVED FURTHER THAT the consent of the Committee be and is hereby accorded to appoint Catalyst Trusteeship Limited as the trustee in respect of the Issue and as the trustee in connection with any and all the security created or proposed to be created, or any transactions contemplated therein for the benefit of the Bond Holder(s) (the “Trustee”).

RESOLVED FURTHER THAT the Committee hereby approves the terms and conditions for the issuance of the Bonds to the Bond Holder(s) and the Company be and is hereby authorized to execute *inter alia* the following in respect of the Issue (the final drafts of which have been placed before the Committee for their identification and approval):

- I. the term sheet / sanction letter;
- II. the Subscription Agreement;
- III. the trust deed *inter alia* setting out the provisions in relation to the settlement of trust and the obligations of the Company thereto (“**Trust Deed**”);
- IV. the trustee agreement for the appointment of Catalyst Trusteeship Limited as the Trustee in relation to the Issue (“**Trustee Agreement**”);
- V. the deed of hypothecation *inter alia* recording the terms and conditions for the creation of the Security by the Company (“**Deed of Hypothecation**”);
- VI. the information memorandum / offering circular to be issued by the Company *inter alia* setting out the details of the Issue (the “**Information Memorandum**”);
- VII. the private placement offer cum application letter to be issued by the Company *inter alia* setting out the details of the Issue (“**Private Placement offer Cum Application Letter**”); and
- VIII. executing such other documents, deeds, notices, certificates, letters, agreements, powers of attorney(s), declarations, undertakings, instruments and forms as may be required by the Bond Holder(s) or in relation to or in connection with the issuance and allotment of the Bonds and/or the creation and perfection of the Security;

(collectively the “**Transaction Documents**”).

RESOLVED FURTHER THAT the consent of the Committee be and is hereby accorded to appoint CareEdge Global IFSC Limited or any other rating agency registered with the IFSCA (hereinafter referred to as the “**Rating Agency**”) being a credit rating agency registered with the IFSCA, for obtaining the rating(s), if required under the IFSCA Listing Regulations, in respect of the issue, offer and allotment of the Bonds.

RESOLVED FURTHER THAT for the purpose of securing the Issue, the Company shall create (i) a first ranking exclusive and continuing charge by way of hypothecation in favour of the Trustee (acting in trust for, on behalf of and for the benefit of the Bond Holder(s)) over certain identified receivables/book debts and eligible portfolio loans of the Company, with a cover of 1.05x (One Decimal Zero Five) times of the value of the outstanding principal amount and accrued interest of the Bonds or such other cover as may be required by the Bond Holder(s); and/or (ii) such other security or contractual comfort as may be required in terms of the Subscription Agreement and the other Transaction Documents to be entered into in relation to the Issue, in favour of the Trustee acting for the benefit of and on behalf of the Bond Holder(s) (collectively the "Security"), in a form and manner satisfactory to the Trustee and the Bond Holder(s), and for approving, negotiating and finalising the terms for execution of any documents relating to the issuance of the Bonds to the Bond Holder(s) and the creation of the Security in respect of the Issue, and any other related documents thereto, and to accept any amendments, modifications and restatements thereto in respect of the Issue, including filing the relevant forms with the jurisdictional Registrar of Companies and cooperating in filing the forms with the Central Registry of Securitisation Asset Reconstruction and Security Interest in order to secure the obligations of the Company in relation to the Issue and to do all such acts, deeds and things and execute or ratify all such documents whatsoever as may be required in relation to the aforesaid.

RESOLVED FURTHER THAT Mr. Gautam Jain (Managing Director), Mr. Vikram Jain (Whole Time Director), Mr. Gaurav Kumar Vohra (Company Secretary) and/or Mr. Abhishek Agarwal (Chief Financial Officer) (collectively referred as the "**Authorized Signatories**") of the Company be and are hereby severally authorised to get the Bonds admitted to the India International Depository IFSC Limited (hereinafter referred as the "**Depository**") and to execute or ratify the necessary or requisite agreement(s) with the Depository and any other agreements, undertakings or other writings required for the issuance of the Bonds in dematerialised form and for the appointment of the Depository as registrar and transfer agent for the issuance of Bonds.

RESOLVED FURTHER THAT the Company be and is hereby authorised to take all necessary steps in relation to the listing of the Bonds with the India International Exchange (IFSC) Limited or NSE IFSC Limited (hereinafter referred as the "**Stock Exchange**") as may be specified under the Transaction Documents *inter alia* by executing the listing agreement(s) and such other agreements as may be required by such Stock Exchange in relation to the listing of the Bonds and shall do all such acts, deeds and things as may be required in this respect and negotiating, finalising and executing or ratifying such documents, papers and writings including the listing agreement as may be necessary for the purpose and obtaining the in-principal approval / no-conflict confirmation / no comments letter and final approval from such Stock Exchange in relation to the listing of Bonds.

RESOLVED FURTHER THAT the Committee hereby unanimously approves the appointment of Depository as the Registrar & Transfer Agent (RTA) for the Depository upon such terms and conditions as may be approved."

“RESOLVED FURTHER THAT the Authorised Signatories be and are hereby severally authorised to sign, execute and deliver the Transaction Documents as may be necessary for the issuance and allotment of the Bonds and further to furnish, sign, execute and deliver such indemnities and/or declarations and/or affidavits on behalf of the Company in favour of the Bond Holder(s) and/or the Trustee and/or any other person as may be required in any matter related hereto, and accept any amendments thereof on behalf of the Company and generally to do all such acts and deeds as may be necessary for issuance and allotment of the Bonds and giving effect to the Transaction Documents and for all matter connected therewith and/or incidental thereto, including delegating the powers to execute documents by way of a power of attorney, if necessary.”

“RESOLVED FURTHER THAT the Authorized Signatories be and are hereby severally authorized, to:

- a. negotiate, approve, finalise, execute or ratify, on behalf of the Company, the terms and conditions in respect of Issue, including but not limited to, the amount, rate of interest, tenure etc;
- b. finalise, execute, sign, amend, modify, ratify, renew, such agreements, schedules, annexes, supplements, memorandums, undertakings, documents, writings, deeds, papers, letters including the Transaction Documents as may be required for the issuance of Bonds and to submit the necessary documents, obtain necessary approvals and provide the desired information to the relevant authorities, on behalf of the Company, for the purpose of issuing the said Bonds;
- c. negotiate, finalise, sign, execute and deliver the Transaction Documents on behalf of the Company, including any amendments, modifications, supplements, restatements or novation's thereto (now or in the future);
- d. appoint Federal Bank Limited as the authorized dealer bank of the Company and appointing such other intermediaries as may be required in respect of the Issue (including legal counsels, trustee, rating agency, depository participants etc.) and obtain the necessary consents and approvals as may be required under applicable laws including the ECB Directions and the IFSCA Listing Regulations and in connection with and incidental to the issuance of the Bonds;
- e. file all necessary documents and forms (including Form CHG-9, Form PAS - 3 and Form ECB) with, make applications to, or receive approvals from, any persons, authorized dealer bank, and governmental / regulatory authorities (including but not limited to the jurisdictional Registrar of Companies, Ministry of Corporate Affairs and the RBI) as required under applicable laws, including for creation and perfection of the Security, for obtaining loan registration number in relation to the Issue from the Department of Statistics and Information Management (DSIM), RBI, for obtaining no-objection certificate in relation to the creation of Security in relation to the Bonds as required under the ECB Directions and make such periodic filings as may be required under the ECB Directions and the IFSCA Listing Regulations and to do all such acts, deeds and things and file the necessary documents with the authorised dealer bank of the Company, as required under the ECB Directions and make such periodic filings as may be required under the ECB Directions;

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🌐 www.teamvedika.com

📍 **Head Office Address:**

404, Shrilok Complex, 4th Floor, H. B. Road, Ranchi, Jharkhand- 834001

📍 **Registered Office Address:**

C/O Mr. Subir Dhara, Village - Choto Khataliya, P.O.- Shiuli Telini Para, Dist. - 24 North Parganas, P.S.- Titagar, West Bengal - 700121

- f. execute or ratify the necessary or requisite agreement(s) and other writings with the Depository including the registrar and transfer agent agreement(s) and the Stock Exchange including the listing agreement(s) and the Rating Agency for obtaining the rating(s) in respect of the Bonds, and any other agreements, undertakings or other writings required for the issue allotment, dematerialisation and listing of the Bonds;
- g. take all necessary steps relating to the creation, perfection and registration of the Security including but not limited to sign and submit the necessary forms with the relevant registrar of companies, Central Registry of Securitisation Asset Reconstruction and Security Interest of India ("CERSAI"), the Ministry of Corporate Affairs, the jurisdictional sub-registrar of assurances, the relevant depositories registered with the IFSCA, the Information Utility and other relevant governmental authorities as required and as required in accordance with the terms of the Transaction Documents in relation to the Issue, offer and allotment of the Bonds;
- h. do all such other acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the resolutions contained herein including without limitation sign and/or dispatch all documents, certificates and notices to be signed and/or dispatched by the Company under or in connection with the Transaction Documents;
- i. obtain all necessary authorisations from governmental authorities and/or third parties as may be required in connection with the transactions contemplated under each of the Transaction Documents and complete all formalities in respect thereto;
- j. do all such acts, deeds and things as may be necessary or expedient to implement the aforesaid resolutions and to do and execute all acts and deeds as may be required in connection with the issue of the Bonds and/or as may be required by the Bond Holder(s) and/or the Trustee in connection with the aforesaid;
- k. arrange for payment of all applicable stamp duty in respect of the Transaction Documents and/or the Bonds in relation to the Issue; and
- l. nominate the officers of the Company to execute other transaction related documents in relation to the Issue."

"RESOLVED FURTHER THAT the aforesaid resolutions shall come into effect immediately and the copies of the foregoing resolution certified to be true by any Director or Chief Financial Officer or Company Secretary of the Company may be furnished to the holders of the Bonds (including the Bond Holder(s)) or any other relevant authority and they be requested to act thereon."

5. TO CONSIDER AND DISCUSS ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR

(Committee may discuss any other item apart from notified items of business with the permission of the chair).